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FILE

The Public Utilities Commission of Ohio

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Filing Instructions for Retail Electric Generation Providers and Power Marketers

I. Where to File: Applications should be sent to: Public Utilities Commission of Ohio, Docketing Division 13th Floor, 180 East Broad Street, Columbus Ohio 43215-3793.

II. What to File: Applicant must submit one original notarized application signed by a principal officer and ten copies including all exhibits, affidavits, and other attachments. All attachments, affidavits, and exhibits should be clearly identified. For example, Exhibit A-12 should be marked "Exhibit A-12 'Corporate Structure.'" All pages should be numbered and attached in a sequential order.

III. Which Forms to File: In order to supply competitive retail electric service (CRES), all providers are required to become certified by the Public Utilities Commission of Ohio. The information one must file, however, differs depending on the type of CRES that the applicant will provide. For example, a power marketer applicant will not file the same information as an aggregator. The summary below of CRES provider definitions (from the Commission's certification rules) should help applicants determine which application form to use. There are three application forms to choose from including an aggregator/broker form, a governmental aggregator form, and a generation provider, power marketer, and power broker form.

Aggregation - combining the electric load of multiple retail customers through an agreement with the customers or formation of a governmental aggregation pursuant to Section 4928.20 of the Revised Code for the purpose of purchasing retail electric generation service on an aggregated basis.

Aggregator - a person who contracts with customers to combine the customers' electric load for the purpose of purchasing retail electric generation service on an aggregated basis. The term does not include a governmental aggregator.

Governmental Aggregator - the legislative authority of a municipal corporation, the board of township trustees of a township, or a board of county commissioners of a county that aggregates the citizens of a municipal corporation, township, or unincorporated areas of a county in accordance with Section 4928.20 of the Revised Code for the purpose of purchasing retail electric generation service on an aggregated basis.

Power Broker - a person who assumes the contractual and legal responsibility for the sale and/or arrangement for the supply of retail electric generation service to a retail customer without taking title to the power supplied.

This is to certify that the images appearing are an accurate and complete reproduction of a case file document delivered in the regular course of business
Technician _____ Date Processed MAY 10 2010

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Power Marketer - a person who assumes the contractual and legal responsibility for the sale and provision of retail electric generation service to a retail customer who had title to the electric power provided at some point during the transaction.

IV. **Application Form**: The application is available on the Commission's web site, www.puco.ohio.gov or directly from the Commission at: Public Utilities Commission of Ohio, Docketing Division 13th Floor, 180 East Broad Street, Columbus Ohio 43215-3793.

V. **Confidentiality**: If any of an applicant's answers require the applicant to disclose what the applicant believes to be privileged or confidential information not otherwise available to the public, the applicant should designate at each point in the application that the answer requires the applicant to disclose privileged and confidential information. Applicant must fully support its request to maintain confidentiality for the information it believes to be confidential or proprietary in a motion for protective order filed pursuant to Rule 4901-1-24 of the Ohio Administrative Code.

VI. **Commission Process for Approval**: An application for certification shall be made on forms approved and supplied by the Commission. The applicant shall complete the appropriate application form in its entirety and supply all required attachments, affidavits, and evidence of capability specified by the form at the time an application is filed. The Commission certification process begins when the Commission's Docketing Division receives and time/date stamps the application. An incomplete application may be suspended or rejected. An application that has been suspended as incomplete may cause delay in certification.

The Commission may approve, suspend, or deny an application within 30 days. If the Commission does not act within 30 days, the application is deemed automatically approved on the 31st day after the official filing date. If the Commission suspends the application, the Commission shall notify the applicant of the reasons for such suspension and may direct the applicant to furnish additional information. The Commission shall act to approve or deny a suspended application within 90 days of the date that the application was suspended. Upon Commission approval, the applicant shall receive notification of approval and a numbered certificate that specifies the service(s) for which the applicant is certified and the dates for which the certificate is valid.

Unless otherwise specified by the Commission, a competitive retail electric service provider's certificate is valid for a period of two years, beginning and ending on the dates specified on the certificate. The applicant may renew its certificate in accordance with Rule 4901:1-24-09 of the Ohio Administrative Code.

CRES (competitive retail electric service) providers shall inform the Commission of any material change to the information supplied in a certification application within thirty days of such material change in accordance with Rule 4901:1-24-10 of the Ohio Administrative Code.

VII. **Contractual Arrangements for Capability Standards**: If the applicant is relying upon contractual arrangements with a third-party(ies) to meet any of the certification requirements, the applicant must provide with its application all of the following:

- The legal name of the party(ies) it is contracting with;

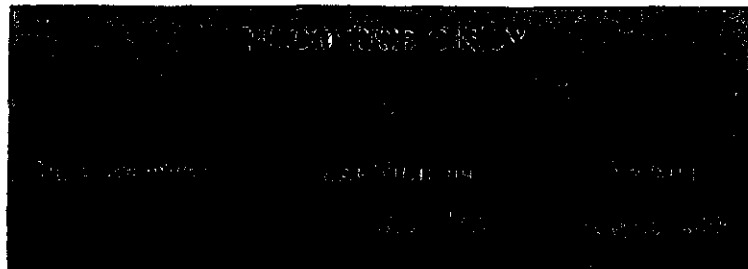
- A statement that a valid contract exists between the applicant and the third-party(ies);
- A detailed summary of the contract(s) including all services provided thereunder;
- The documentation and evidence to demonstrate the contracting entity's capability to meet the requirements as if the contracting entity was the applicant.

VIII. Questions: Questions regarding filing procedures should be directed to Tamara Turkenton at (614) 995-7096 or Tammy.Turkenton@puc.state.oh.us. or Chuck Stockhausen at (614) 728-5049 or Charles.Stockhausen@puc.state.oh.us.

IX. Governing Law: The certification of competitive retail electric suppliers is governed by Chapter 4901:1-24 of the Ohio Administrative Code, Chapter 4901:1-21 of the Ohio Administrative Code, and Section 4928.08 of the Ohio Revised Code.



The Public Utilities Commission of Ohio



CERTIFICATION APPLICATION FOR RETAIL GENERATION PROVIDERS AND POWER MARKETERS

Please print or type all required information. Identify all attachments with an exhibit label and title (Example: Exhibit A-13 Company History). All attachments should bear the legal name of the Applicant. Applicants should file completed applications and all related correspondence with the Public Utilities Commission of Ohio, Docketing Division; 180 East Broad Street, Columbus, Ohio 43215-3793.

**This PDF form is designed so that you may input information directly onto the form.
You may also download the form, by saving it to your local disk, for later use.**

A. APPLICANT INFORMATION

A-1 Applicant intends to be certified as: (check all that apply)

- | | |
|---|---------------------------------------|
| <input type="checkbox"/> Retail Generation Provider | <input type="checkbox"/> Power Broker |
| <input checked="" type="checkbox"/> Power Marketer | <input type="checkbox"/> Aggregator |

A-2 Applicant's legal name, address, telephone number and web site address

Legal Name Spark Energy, L.P.
Address 2105 CityWest Blvd., Suite 100 Houston, TX 77042
Telephone # (713) 977-5634 Web site address (if any) www.sparkenergy.com

A-3 List name, address, telephone number and web site address under which Applicant will do business in Ohio

Legal Name Spark Energy, L.P.
Address 2105 CityWest Blvd., Suite 100 Houston, TX 77042
Telephone # (713) 977-5634 Web site address (if any) www.sparkenergy.com

A-4 List all names under which the applicant does business in North America

Spark Energy, L.P.

A-5 Contact person for regulatory or emergency matters

Name Harry Kingerski
Title Director of Regulatory
Business address 2105 CityWest Blvd., Suite 100 Houston, TX 77042
Telephone # (713) 977-5634 Fax # (713) 977-5601
E-mail address (if any) hkingerski@sparkenergy.com

A-6 Contact person for Commission Staff use in investigating customer complaints

Name Yara Taylor
Title Customer Support Group Supervisor
Business address 2105 CityWest Blvd., Suite 100 Houston, TX 77042
Telephone # (713) 977-5634 Fax # (877) 374-8007
E-mail address (if any) ytaylor@sparkenergy.com

A-7 Applicant's address and toll-free number for customer service and complaints

Customer Service address 2105 CityWest Blvd., Suite 100 Houston, TX 77042
Toll-free Telephone # provided upon approval Fax # (877) 374-8007
E-mail address (if any) customer@sparkenergy.com

A-8 Applicant's federal employer identification number # 10587902

A-9 Applicant's form of ownership (check one)

- | | |
|--|--|
| <input type="checkbox"/> Sole Proprietorship | <input type="checkbox"/> Partnership |
| <input type="checkbox"/> Limited Liability Partnership (LLP) | <input type="checkbox"/> Limited Liability Company (LLC) |
| <input type="checkbox"/> Corporation | <input checked="" type="checkbox"/> Other <u>Limited Partnership</u> |

A-10 (Check all that apply) Identify each electric distribution utility certified territory in which the applicant intends to provide service, including identification of each customer class that the applicant intends to serve, for example, residential, small commercial, mercantile commercial, and industrial. (A mercantile customer, as defined in (A) (19) of Section 4928.01 of the Revised Code, is a commercial customer who consumes more than 700,000 kWh/year or is part of a national account in one or more states).

<input checked="" type="checkbox"/> First Energy				
<input checked="" type="checkbox"/> Ohio Edison	<input checked="" type="checkbox"/> Residential	<input checked="" type="checkbox"/> Commercial	<input checked="" type="checkbox"/> Mercantile	<input checked="" type="checkbox"/> Industrial
<input checked="" type="checkbox"/> Toledo Edison	<input checked="" type="checkbox"/> Residential	<input checked="" type="checkbox"/> Commercial	<input checked="" type="checkbox"/> Mercantile	<input checked="" type="checkbox"/> Industrial
<input checked="" type="checkbox"/> Cleveland Electric Illuminating	<input checked="" type="checkbox"/> Residential	<input checked="" type="checkbox"/> Commercial	<input checked="" type="checkbox"/> Mercantile	<input checked="" type="checkbox"/> Industrial
<input checked="" type="checkbox"/> Cincinnati Gas & Electric	<input checked="" type="checkbox"/> Residential	<input checked="" type="checkbox"/> Commercial	<input checked="" type="checkbox"/> Mercantile	<input checked="" type="checkbox"/> Industrial
<input checked="" type="checkbox"/> Monongahela Power	<input checked="" type="checkbox"/> Residential	<input checked="" type="checkbox"/> Commercial	<input checked="" type="checkbox"/> Mercantile	<input checked="" type="checkbox"/> Industrial
<input checked="" type="checkbox"/> American Electric Power				
<input checked="" type="checkbox"/> Ohio Power	<input checked="" type="checkbox"/> Residential	<input checked="" type="checkbox"/> Commercial	<input checked="" type="checkbox"/> Mercantile	<input checked="" type="checkbox"/> Industrial

☐ Columbus Southern Power
☐ Dayton Power and Light

☒ Residential
☒ Residential

☒ Commercial
☒ Commercial

☒ Mercantile
☒ Mercantile

☒ Industrial
☒ Industrial

A-11 Provide the approximate start date that the applicant proposes to begin delivering services

August 1, 2010

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED:

- A-12** **Exhibit A-12 "Principal Officers, Directors & Partners"** provide the names, titles, addresses and telephone numbers of the applicant's principal officers, directors, partners, or other similar officials.
- A-13** **Exhibit A-13 "Corporate Structure,"** provide a description of the applicant's corporate structure, including a graphical depiction of such structure, and a list of all affiliate and subsidiary companies that supply retail or wholesale electricity or natural gas to customers in North America.
- A-14** **Exhibit A-14 "Company History,"** provide a concise description of the applicant's company history and principal business interests.
- A-15** **Exhibit A-15 "Articles of Incorporation and Bylaws,"** if applicable provide the articles of incorporation filed with the state or jurisdiction in which the applicant is incorporated and any amendments thereto.
- A-16** **Exhibit A-16 "Secretary of State,"** provide evidence that the applicant has registered with the Ohio Secretary of the State.

B. APPLICANT MANAGERIAL CAPABILITY AND EXPERIENCE

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED:

- B-1** **Exhibit B-1 "Jurisdictions of Operation,"** provide a list of all jurisdictions in which the applicant or any affiliated interest of the applicant is, at the date of filing the application, certified, licensed, registered, or otherwise authorized to provide retail or wholesale electric services.
- B-2** **Exhibit B-2 "Experience & Plans,"** provide a description of the applicant's experience and plan for contracting with customers, providing contracted services, providing billing statements, and responding to customer inquiries and complaints in accordance with Commission rules adopted pursuant to Section 4928.10 of the Revised Code.

B-3 **Exhibit B-3 "Summary of Experience,"** provide a concise summary of the applicant's experience in providing the service(s) it is seeking to be certified to provide (e.g. number and types of customers served, utility service areas, amount of load, etc.).

B-4 **Exhibit B-4 "Environmental Disclosure,"** provide a detailed description of how the applicant intends to determine its (a) generation resource mix, and (b) environmental characteristics, including air emissions and radioactive waste. This information shall include sufficient discussion so as to detail both the annual projection methodology and the proposed approach to compiling the quarterly actual environmental disclosure data. Additional details on this requirement may be obtained by referring to 4901:1-21-09.

B-5 **Exhibit B-5 "Disclosure of Liabilities and Investigations,"** provide a description of all existing, pending or past rulings, judgments, contingent liabilities, revocation of authority, regulatory investigations, or any other matter that could adversely impact the applicant's financial or operational status or ability to provide the services it is seeking to be certified to provide.

B-6 Disclose whether the applicant, a predecessor of the applicant, or any principal officer of the applicant have ever been convicted or held liable for fraud or for violation of any consumer protection or antitrust laws within the past five years.

☒ No ☐ Yes

If yes, provide a separate attachment labeled as **Exhibit B-6 "Disclosure of Consumer Protection Violations"** detailing such violation(s) and providing all relevant documents.

B-7 Disclose whether the applicant or a predecessor of the applicant has had any certification, license, or application to provide retail or wholesale electric service denied, curtailed, suspended, revoked, or cancelled within the past two years.

☒ No ☐ Yes

If yes, provide a separate attachment labeled as **Exhibit B-7 "Disclosure of Certification Denial, Curtailment, Suspension, or Revocation"** detailing such action(s) and providing all relevant documents.

C. APPLICANT FINANCIAL CAPABILITY AND EXPERIENCE

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED:

C-1 **Exhibit C-1 "Annual Reports,"** provide the two most recent Annual Reports to Shareholders. If applicant does not have annual reports, the applicant should provide similar information in Exhibit C-1 or indicate that Exhibit C-1 is not applicable and why.

- C-2 Exhibit C-2 "SEC Filings."** provide the most recent 10-K/8-K Filings with the SEC. If applicant does not have such filings, it may submit those of its parent company. If the applicant does not have such filings, then the applicant may indicate in Exhibit C-2 that the applicant is not required to file with the SEC and why.
- C-3 Exhibit C-3 "Financial Statements."** provide copies of the applicant's two most recent years of audited financial statements (balance sheet, income statement, and cash flow statement). If audited financial statements are not available, provide officer certified financial statements. If the applicant has not been in business long enough to satisfy this requirement, it shall file audited or officer certified financial statements covering the life of the business. This information is highly confidential and proprietary to Spark and, if publicly disclosed, would cause unfair competitive harm to Spark.
- C-4 Exhibit C-4 "Financial Arrangements."** provide copies of the applicant's financial arrangements to conduct CRES as a business activity (e.g., guarantees, bank commitments, contractual arrangements, credit agreements, etc.,). This information is highly confidential and proprietary to Spark and, if publicly disclosed, would cause unfair competitive harm to Spark.
- C-5 Exhibit C-5 "Forecasted Financial Statements."** provide two years of forecasted financial statements (balance sheet, income statement, and cash flow statement) for the applicant's CRES operation, along with a list of assumptions, and the name, address, e-mail address, and telephone number of the preparer. This information is highly confidential and proprietary to Spark and, if publicly disclosed, would cause unfair competitive harm to Spark.
- C-6 Exhibit C-6 "Credit Rating."** provide a statement disclosing the applicant's credit rating as reported by two of the following organizations: Duff & Phelps, Dun and Bradstreet Information Services, Fitch IBCA, Moody's Investors Service, Standard & Poors, or a similar organization. In instances where an applicant does not have its own credit ratings, it may substitute the credit ratings of a parent or affiliate organization, provided the applicant submits a statement signed by a principal officer of the applicant's parent or affiliate organization that guarantees the obligations of the applicant.
- C-7 Exhibit C-7 "Credit Report."** provide a copy of the applicant's credit report from Experian, Dun and Bradstreet or a similar organization.
- C-8 Exhibit C-8 "Bankruptcy Information."** provide a list and description of any reorganizations, protection from creditors or any other form of bankruptcy filings made by the applicant, a parent or affiliate organization that guarantees the obligations of the applicant or any officer of the applicant in the current year or within the two most recent years preceding the application.

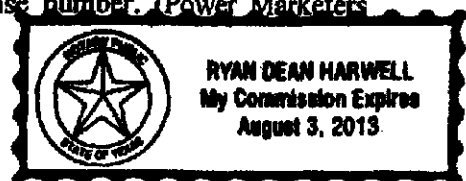
- C-9 Exhibit C-9 "Merger Information," provide a statement describing any dissolution or merger or acquisition of the applicant within the five most recent years preceding the application.

D. APPLICANT TECHNICAL CAPABILITY

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED:

- D-1 Exhibit D-1 "Operations" provide a written description of the operational nature of the applicant's business. Please include whether the applicant's operations will include the generation of power for retail sales, the scheduling of retail power for transmission and delivery, the provision of retail ancillary services as well as other services used to arrange for the purchase and delivery of electricity to retail customers.
- D-2 Exhibit D-2 "Operations Expertise," given the operational nature of the applicant's business, provide evidence of the applicant's experience and technical expertise in performing such operations.
- D-3 Exhibit D-3 "Key Technical Personnel," provide the names, titles, e-mail addresses, telephone numbers, and the background of key personnel involved in the operational aspects of the applicant's business.
- D-4 Exhibit D-4 "FERC Power Marketer License Number," provide a statement disclosing the applicant's FERC Power Marketer License number. (Power Marketers only)

R. Dean Harwell
Signature of Applicant and Title



Sworn and subscribed before me this 7th day of May, 2010
Month Year

[Signature]
Signature of official administering oath

Ryan Harwell / Retail Markets Manager
Print Name and Title

My commission expires on August 3, 2013

AFFIDAVIT

State of Texas :

Houston ss.
(Town)

County of Harris :

Ken Ziober, Affiant, being duly sworn/affirmed according to law, deposes and says that:

He/She is the Executive Vice President (Office of Affiant) of Spark Energy, L.P. (Name of Applicant);

That he/she is authorized to and does make this affidavit for said Applicant,

1. The Applicant herein, attests under penalty of false statement that all statements made in the application for certification are true and complete and that it will amend its application while the application is pending if any substantial changes occur regarding the information provided in the application.
2. The Applicant herein, attests it will timely file an annual report with the Public Utilities Commission of Ohio of its intrastate gross receipts, gross earnings, and sales of kilowatt-hours of electricity pursuant to Division (A) of Section 4905.10, Division (A) of Section 4911.18, and Division (F) of Section 4928.06 of the Revised Code.
3. The Applicant herein, attests that it will timely pay any assessments made pursuant to Sections 4905.10, 4911.18, or Division F of Section 4928.06 of the Revised Code.
4. The Applicant herein, attests that it will comply with all Public Utilities Commission of Ohio rules or orders as adopted pursuant to Chapter 4928 of the Revised Code.
5. The Applicant herein, attests that it will cooperate fully with the Public Utilities Commission of Ohio, and its Staff on any utility matter including the investigation of any consumer complaint regarding any service offered or provided by the Applicant.
6. The Applicant herein, attests that it will fully comply with Section 4928.09 of the Revised Code regarding consent to the jurisdiction of Ohio Courts and the service of process.
7. The Applicant herein, attests that it will comply with all state and/or federal rules and regulations concerning consumer protection, the environment, and advertising/promotions.
8. The Applicant herein, attests that it will use its best efforts to verify that any entity with whom it has a contractual relationship to purchase power is in compliance with all applicable licensing requirements of the Federal Energy Regulatory Commission and the Public Utilities Commission of Ohio.
9. The Applicant herein, attests that it will cooperate fully with the Public Utilities Commission of Ohio, the electric distribution companies, the regional transmission entities, and other electric suppliers in the event of an emergency condition that may jeopardize the safety and reliability of the electric service in accordance with the emergency plans and other procedures as may be determined appropriate by the Commission.
10. If applicable to the service(s) the Applicant will provide, the Applicant herein, attests that it will adhere to the reliability standards of (1) the North American Electric Reliability Council (NERC), (2) the appropriate regional reliability council(s), and (3) the Public Utilities Commission of Ohio. (Only applicable if pertains to the services the Applicant is offering)

11. The Applicant herein, attests that it will inform the Commission of any material change to the information supplied in the application within 30 days of such material change, including any change in contact person for regulatory purposes or contact person for Staff use in investigating customer complaints.

That the facts above set forth are true and correct to the best of his/her knowledge, information, and belief and that he/she expects said Applicant to be able to prove the same at any hearing hereof.

L.H. ELP
Signature of Affiant & Title

Sworn and subscribed before me this 7th day of May, 2010
Month Year

R. Harwell
Signature of official administering oath

Ryan Harwell / Retail Markets Manager
Print Name and Title

My commission expires on August 3, 2013



Exhibit A-12: "Principal Officers, Directors, and Partners"

Spark Energy, L.P.



GAS & ELECTRICITY

Name	Position	Address	City	State	Zip	Phone
William Keith Maxwell, III	CEO/President	2105 CityWest Blvd., Ste. 100	Houston, TX	77042		713-977-5641
Waters Davis	Executive Vice President	2105 CityWest Blvd., Ste. 100	Houston, TX	77042		832-217-1868
Todd Gibson	Executive Vice President/CFO	2105 CityWest Blvd., Ste. 100	Houston, TX	77042		713-977-5633
Ken Ziober	Executive Vice President	2105 CityWest Blvd., Ste. 100	Houston, TX	77042		713-977-5645
Jeffrey Beicker	Senior Vice President/COO	2105 CityWest Blvd., Ste. 100	Houston, TX	77042		832-200-3781
Paul Konilkowski	Senior Vice President/CIO	2105 CityWest Blvd., Ste. 100	Houston, TX	77042		713-600-2632
Al Barrios	Senior Vice President	2105 CityWest Blvd., Ste. 100	Houston, TX	77042		832-217-1833
Sharon Jenkins	Senior Vice President	2105 CityWest Blvd., Ste. 100	Houston, TX	77042		281-833-4125

Exhibit A-13: "Corporate Structure"

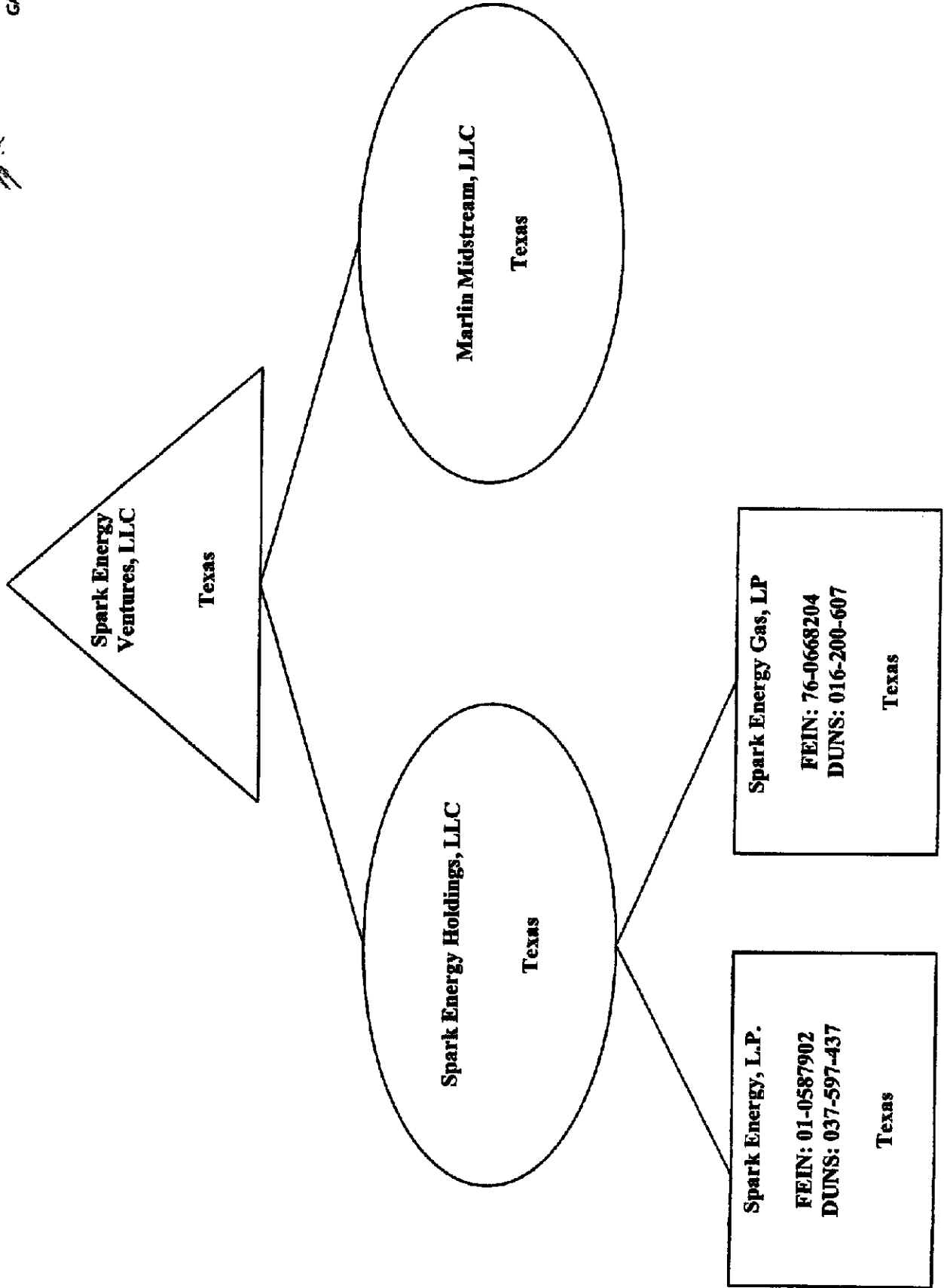





Exhibit A-14: "Company History"

Spark Energy, L.P. markets electricity as a competitive retail electric provider in five different states across ten utilities. Spark Energy supplies electricity to retail customers consistent with the certificates obtained in those five states.

Spark Energy, L.P. is headquartered in Houston, Texas and since 2002, has been a provider of retail electricity to both residential and non-residential customers.

Exhibit A-15: "Articles of Incorporation and Bylaws"

Form 207 (revised 5/01)	 Certificate of Limited Partnership Pursuant to Article 6132a-1	This space reserved for office use. <div style="text-align: right;"> FILED In the Office of the Secretary of State of Texas FEB 05 2002 Corporations Section </div>
Return in Duplicate to: Secretary of State P.O. Box 13697 Austin, TX 78711-3697 FAX: 512/463-5709 Filing Fee: \$750		

1. Name of Limited Partnership			
The name of the limited partnership is as set forth below:			
Spark Energy L.P.			
The name must contain the words "Limited Partnership," or "Limited," or the abbreviation "L.P." or "Ltd." as the last words or letters of its name. The name must not be the same as, deceptively similar to or similar to that of an existing corporate, limited liability company, or limited partnership name on file with the secretary of state. A preliminary check for "name availability" is recommended.			
2. Principal Office			
The address of the principal office in the United States where records of the partnership are to be kept or made available is set forth below:			
Address: 1330 Post Oak Boulevard, Suite 1600			
City	State	Zip Code	Country
Houston	Texas	77056	USA
3. Registered Agent and Registered Office (See Article 6132a-1, and Section 9.01 of the Act for details)			
<input type="checkbox"/> A. The initial registered agent is a corporation by the name set forth below:			
OR			
<input checked="" type="checkbox"/> B. The initial registered agent is an individual resident of the state whose name is set forth below:			
First Name	Middle Initial	Last Name	Suffix
William	K.	Maxwell	III
C. The business address of the registered agent and the registered office address is:			
Street Address	City	TX	Zip Code
1330 Post Oak Boulevard, Suite 1600	Houston		77056
4. General Partner Information			
The name, mailing address, and the street address of the business or residence of each general partner is as follows:			
General Partner Information			
Legal Entity: The general partner is a legal entity named:			
Spark Energy Holdings, LLC			
Individual: The general partner is an individual whose name is set forth below:			
First Name	M.I.	Last Name	Suffix

MAILING ADDRESS OF GENERAL PARTNER 1			
Mailing Address 1330 Post Oak Boulevard, Suite 1600	City Houston	State Texas	Zip Code 77056

STREET ADDRESS OF GENERAL PARTNER 1			
Street Address 1330 Post Oak Boulevard, Suite 1600	City Houston	State Texas	Zip Code 77056

Legal Entity: The general partner is a legal entity named:

Individual: The general partner is an individual whose name is set forth below:

Partner 2-First Name	M.I.	Last Name	Suffix


MAILING ADDRESS OF GENERAL PARTNER 2			
Mailing Address	City	State	Zip Code

STREET ADDRESS OF GENERAL PARTNER 2			
Street Address	City	State	Zip Code

Supplemental Information	
Text Area:	
(The attached addendum are incorporated herein by reference.)	

Effective Date of Filing	
<input checked="" type="checkbox"/> A. This document will become effective when the document is filed by the secretary of state.	
OR	
<input type="checkbox"/> B. This document will become effective at a later date, which is not more than ninety (90) days from the date of its filing by the secretary of state. The delayed effective date is _____	

Consent:
The undersigned sign this document subject to the penalties imposed by law for the submission of a false or fraudulent document.

Name William Keith Maxwell, III	Name
	
Signature of General Partner 1	Signature of General Partner 2

000022



Office of the Secretary of State

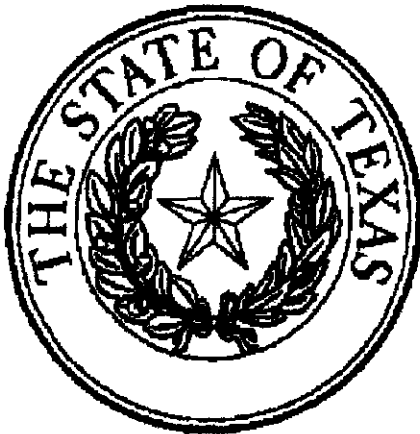
The undersigned, as Secretary of State of Texas, does hereby certify that the attached is a true and correct copy of each document on file in this office as described below:

Spark Energy, L.P.
Filing Number: 800052932

Certificate of Limited Partnership

February 05, 2002

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on May 13, 2009.



A handwritten signature in cursive script, appearing to read "Hope Andrade".

Hope Andrade
Secretary of State

201011200475

DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
04/23/2010	201011200475	REGISTRATION OF FOREIGN LIMITED PARTNERSHIP (LPF)	125.00	.00	.00	.00	.00

Receipt

This is not a bill. Please do not remit payment.

Exhibit A-16: "Secretary of State"

SPARK ENERGY
2105 CITYWEST BLVD
STE 100
HOUSTON, TX 77042

**STATE OF OHIO
CERTIFICATE**

Ohio Secretary of State, Jennifer Brunner

1931325

It is hereby certified that the Secretary of State of Ohio has custody of the business records for
SPARK ENERGY, L.P.

and, that said business records show the filing and recording of:

Document(s)

REGISTRATION OF FOREIGN LIMITED PARTNERSHIP

Document No(s):

201011200475



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of
the Secretary of State at Columbus,
Ohio this 19th day of April, A.D.
2010.

A handwritten signature in cursive script, appearing to read "Jennifer Brunner".

Ohio Secretary of State

000024

Exhibit B-1: "Jurisdictions of Operation" Spark Energy

GAS & ELECTRICITY

Spark Energy Gas, LP provides electric service to all locations marked with an "X" under the column labeled

Spark Energy Gas, LP provides gas service to all locations marked with an "X" under the column labeled "Gas"

State	Utility	Gas	Elec	Status	Active Since
Arizona	Southwest Gas Corporation (SWG)		X	Active	2008
	UniSource Energy Services		X	Active	2008
California	Pacific Gas & Electric (PG&E)		X	Active	2006
	San Diego Gas & Electric (SDG&E)		X	Active	2006
	Southern California Gas Company (SoCal)		X	Active	2006
	Southwest Gas Corporation (SWG)		X	Active	2008
Colorado	Public Service Company of Colorado (PSCO)		X	Active	2002
Connecticut	Connecticut Natural Gas		X	Active	2006
	Southern Connecticut Gas		X	Active	2006
	Yankee Gas		X	Active	2006
Florida	Central Florida Gas		X	Active	2007
	Florida City Gas		X	Active	2007
	Florida Public Utilities		X	Active	2007
	Peoples Gas/TECO		X	Active	2007
Illinois	Nicor Gas Company		X	Active	2004
	North Shore Gas		X	Active	2008
	Peoples Gas		X	Active	2008
Indiana	Citizens Gas		X	Active	2007
	NIPSCO		X	Active	2003
Maryland	Baltimore Gas & Electric (BG&E)		X	Active	2008
Massachusetts	Bay State Gas		X	Active	2004
	National Grid - KeySpan Colonial		X	Active	2004
	National Grid - KeySpan Boston		X	Active	2004
	National Grid - KeySpan Essex		X	Active	2004
	NSIstar		X	Active	2006
Michigan	Consumers Energy Gas (CMS)		X	Active	2009
Nevada	Southwest Gas Corporation (SWG)		X	Active	2008
New Mexico	New Mexico Gas Company (PNM)		X	Active	2009
New York	Consolidated Edison (ConEd)		X	Active	2005
	National Grid - KeySpan Energy Delivery New York		X	Active	2005
	National Grid - KeySpan Energy Delivery Long Island		X	Active	2005
	National Grid - Niagara Mohawk		X	Active	2007
Ohio	Columbia Gas of Ohio (CGO)		X	Active	2009
	Dominion East Ohio (DEO)		X	Active	2009
Pennsylvania	PPL Electric Utilities		X	Active	2010
Texas	AEP - Texas Central		X	Active	2003
	AEP - Texas North		X	Active	2003
	Centerpoint Energy		X	Active	2003
	Oncor		X	Active	2003
	Texas New Mexico Power Company (TNMP)		X	Active	2003

000025



GAS & ELECTRICITY

Exhibit B-2: "Experience & Plans"

Contracting with Customers/Providing Contracted Services

Spark Energy, L.P. will provide competitively-priced electricity products, while complying with all applicable laws and rules set forth by the Public Utilities Commission of Ohio, to customers in Ohio as it already does in Texas, New York, Massachusetts, Maryland, and Pennsylvania. All terms and conditions of the contract (pricing, terms, and rights to terminate, etc) will be clearly disclosed to the customer.

Providing Billing Statements

Spark Energy L.P.'s billing services are provided through a third-party, Nirvanasoft, which currently manages the billing process for the company's Pennsylvania customers. Nirvanasoft has been providing innovative billing solutions for marketers since 1996. Spark Energy will use consolidated billing whenever possible unless the customer/product dictates that Spark bill for the energy charges separately. Any billing performed by Spark Energy through Nirvanasoft will comply to the policies set forth by the PUC.

Response to Customer Inquiries and Complaints

Spark Energy, L.P. commits to maintaining a fully trained staff of representatives to fulfill the needs of our customers. At the time of approval, Spark will utilize a toll-free number specifically for Ohio customers and that number will be provided on Spark's website as well as the contract. Spark Energy, L.P. is prepared to comply with all sections of Chapter 4901:1-21-08 concerning customer complaint handling. Spark Energy is highly proficient in accepting customer inquiries and responding to complaints, and does so to meet similar requirements in, for example, the TX and NY electricity markets, and MI, IL, NY, and IN gas markets, among others.

000026



Exhibit B-3: "Summary of Experience"

Spark Energy has been actively marketing electricity since 2002 and seeks to be certified by the Public Utilities Commission of Ohio to bring the same services to the state of Ohio. Currently, Spark Energy has over 200 employees and is an active electricity marketer that serves over 90,000 electric accounts in ten different utilities that span over five different states. Spark Energy Gas, LP, which is an affiliate company that operates with the same personnel as Spark Energy, L.P., successfully operates in 14 different states across 34 different utilities, and has a slightly larger customer base at just over 95,000 gas accounts. Our service areas and the number of years active in each territory can be found in Exhibit B-1: "Jurisdictions of Operation".



Exhibit B-4: "Environmental Disclosure"

Spark Energy will purchase electricity from a wide range of generators and from the Regional Transmission Authority (MISO or PJM depending on the geographical location of the utility served). Spark Energy will comply with the necessary reporting outlined in Section 4901:1-21-09 by providing the generation resource mix and environmental characteristics, including air emissions and radioactive waste, based on publications provided by MISO, PJM, and independent generators with whom Spark Energy has purchased power contracts.



GAS & ELECTRICITY

Exhibit B-5: "Disclosure of Liabilities and Investigations"

In June 2007, the Attorney General for the State of Massachusetts conducted an investigation into the telemarketing practices of a marketing firm retained by Spark Energy during the period from December 12, 2006 through January 25, 2007. Spark denied any wrongdoing and fully cooperated with the investigation. On March 20, 2008, the Attorney General's Office and Spark agreed to resolve the allegations through an Assurance of Discontinuance rather than an enforcement action. Under the terms of the Assurance of Discontinuance, Spark agreed to refund approximately \$44,000 in monthly charges to approximately 900 Spark customers and to waive early termination fees for any customer seeking to opt out of his or her contract with Spark. Additionally, Spark agreed to pay \$55,000 to the Attorney General's Local Consumer Aid Fund for the purpose of educating customers on choosing a competitive supplier and providing information on energy efficiency and low income assistance programs.

Since this incident, Spark terminated its business relationship with the telemarketing firm employed for the period during which the allegations arose. In addition, Spark has implemented market-specific training programs, a strict code of conduct, and increased monitoring of telemarketing agents. Spark maintains a recording of the independent verification of customers and sends a written confirmation of services with all applicable terms of service to each customer. Spark believes these measures have produced an extremely high quality telemarketing program and acknowledges that it is completely responsible for the conduct of its agents.



Exhibit C-1: "Annual Reports"

Spark Energy, L.P. is a privately held company, therefore, does not publish annual reports. However, please reference **Exhibit C-3: "Financial Statements"** to find comparable reporting data.



Exhibit C-2: "SEC Filings"

Spark Energy, L.P. is not required to file 10-K or 8-K filings with the Securities Exchange Commission because it is a privately held company.



Exhibit C-6: "Credit Rating"

Spark Energy, L.P., its parent, and affiliate organizations, are privately held companies that do not have credit ratings associated with Duff & Phelps, Fitch IBCA, Moody's Investor's Service, Standard & Poors, or any other similar organization. Spark has provided its credit report from Duns & Bradstreet in **Exhibit C-7: "Credit Report"**.

Exhibit C-7: "Credit Report"

D&B

Live Report : SPARK ENERGY, L.P.

D-U-N-S® Number: 03-758-7437

Trade Names: No trade names for this company.

Endorsement/Billing Reference: sscheck@sparkenergylp.com

D&B Address		Added to Portfolio: 10/23/2007	
Address	3010 Briarpark Dr Ste 650 Houston, TX - 77042	Location Type	Single Location
Phone	713 977-5634	Web	www.sparkenergylp.com
Fax			

Company Summary

Score Bar

Commercial Credit Score	533
Financial Stress Score	1508
High Credit Average	\$14,762.00
Financial Stress Score Percentile	68
Commercial Credit Score Percentile	88
PAYDEX®	79
D&B Rating	1R3

Commercial Credit Score Class

Commercial Credit Score Class: 2

(Lowest Risk:1; Highest Risk:5)

Low To Moderate risk of severe payment delinquency over next 12 months.

Financial Stress Score Class

Financial Stress Score Class: 3

(Lowest Risk:1; Highest Risk:5)

Medium risk of severe financial stress over the next 12 months.

D&B Company Overview

This is a single location
ManagerKEITH MAXWELL,
MNG PTR

Year Started

2002

Employees

100

Financing

SECURED

SIC

4811

Line of business

Electric services

NAICS

221122

History Status

CLEAR

Public Filings

The following data includes both open and closed filings found in D&B's database on this company.

Record Type	Number of Records	Most Recent Filing Date
Bankruptcies	0	-
Judgments	0	-
Liens	0	-
Suits	0	-
UCC's	6	09/24/06

The public record items contained herein may have been paid, terminated, vacated or released prior to today's date.

D&B 3-month PAYDEX®

Financial Overview

Financial Statement Date	12/31/2007
Source	D&B
Total Current Assets	\$61,267,650.00
Total Current Liabilities	\$41,454,504.00
Total Assets	\$64,640,391.00
Total Liabilities	\$64,640,391.00
Current Ratio	1.5

000176

Quick Ratio	1.2
Total Liabilities to Net Worth Ratio	191.0
Sales to Net Working Capital Ratio	14.2
Net Worth	\$22,211,356.00
Annual Sales	\$280,928,474.00

3-month D&B PAYDEX®: 80

(Lowest Risk:100; Highest Risk:1)

When weighted by dollar amount, Payments to suppliers average Within terms

D&B PAYDEX®**D&B PAYDEX®: 79**

(Lowest Risk:100; Highest Risk:1)

When weighted by dollar amount, Payments to suppliers average 2 days beyond terms

Predictive Scores**Credit Capacity Summary**

This credit rating was assigned because of D&B's assessment of the company's creditworthiness. For more information, see the "D&B Rating Key".

D&B Rating: 1R3**Number of employees: 1R indicates 10 or more employees****Composite credit appraisal: 3 is fair**

The Rating was changed on October 12, 2009 because the company has not submitted a current financial statement.

The 1R and 2R ratings categories reflect company size based on the total number of employees for the business. They are assigned to business files that do not contain a current financial statement. In 1R and 2R Ratings, the 2, 3, or 4 creditworthiness indicator is based on analysis by D&B of public filings, trade payments, business age and other important factors. 2 is the highest Composite Credit Appraisal a company not supplying D&B with current financial information can receive.

Below is an overview of the company's rating history since 01-08-2003

D&B Rating	Date Applied
1R3	10-12-2009
4A2	09-11-2008
3A2	11-28-2007
1R3	10-15-2007
4A2	02-08-2007
1R2	04-01-2005
-	01-08-2003

Sales:	\$280,928,474.00
Number of Employees	100
Total:	

As of 12/31/07

Worth:	\$22,211,356
Working Capital:	\$19,813,148
Payment Activity:	(based on 41 experiences)
Average High Credit:	\$14,762
Highest Credit:	\$100,000
Total Highest Credit:	\$472,550

Note: The Worth amount in this section may have been adjusted by D&B to reflect typical deductions, such as certain intangible assets.

D&B Credit Limit Recommendation

Conservative credit Limit	\$200,000
Aggressive credit Limit:	\$300,000

060177

Risk category for this business :

LOW

This recommended Credit Limit is based on the company profile and on profiles of other companies with similarities in size, industry, and credit usage. Risk is assessed using D&Bs scoring methodology and is one factor used to create the recommended limits. See Help for details.

Financial Stress Class Summary

The Financial Stress Class Summary Model predicts the likelihood of a firm ceasing business without paying all creditors in full, or reorganization or obtaining relief from creditors under state/federal law over the next 12 months. Scores were calculated using a statistically valid model derived from D&Bs extensive data files.

The Financial Stress Class of 3 for this company shows that firms with this class had a failure rate of 0.24% (24 per 10,000), which is lower than the average of businesses in D & B's database

Financial Stress Class : 3

(Lowest Risk:1; Highest Risk:5)

Moderate risk of severe financial stress, such as a bankruptcy, over the next 12 months.

Incidence of Financial Stress:

- Among Businesses with this Classification: **0.24 %** (24 per 10000)
- Average of Businesses in D&Bs database: **0.46 %** (46 per 10000)
- Financial Stress National Percentile : **68** (Highest Risk: 1; Lowest Risk: 100)
- Financial Stress Score : **1509** (Highest Risk: 1001; Lowest Risk: 1875)

The Financial Stress Class of this business is based on the following factors:

- Composite credit appraisal is rated fair.
- UCC Filings reported.
- Limited time under present management control.

Notes:

- The Financial Stress Class indicates that this firm shares some of the same business and financial characteristics of other companies with this classification. It does not mean the firm will necessarily experience financial stress.
- The Incidence of Financial Stress shows the percentage of firms in a given Class that discontinued operations over the past year with loss to creditors. The Incidence of Financial Stress - National Average represents the national failure rate and is provided for comparative purposes.
- The Financial Stress National Percentile reflects the relative ranking of a company among all scorable companies in D&Bs file.
- The Financial Stress Score offers a more precise measure of the level of risk than the Class and Percentile. It is especially helpful to customers using a scorecard approach to determining overall business performance.

Norms	National %
This Business	68
Region: WEST SOUTH CENTRAL	44
Industry: INFRASTRUCTURE	43
Employee range: 100-499	75
Years in Business: 6-10	43

This Business has a Financial Stress Percentile that shows:

- Lower risk than other companies in the same region.
- Lower risk than other companies in the same industry.
- Higher risk than other companies in the same employee size range.
- Lower risk than other companies with a comparable number of years in business.

Credit Score Class Summary

The Credit Score class predicts the likelihood of a firm paying in a severely delinquent manner (90+ Days Past Terms) over the next twelve months. It was calculated using statistically valid models and the most recent payment information in D&Bs files.

The Credit Score class of 2 for this company shows that 4.6% of firms with this classification paid one or more bills severely delinquent, which is lower than the average of businesses in D & B's database.

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Credit Score Class : 2

(Lowest Risk:1; Highest Risk:5)

Moderate risk of severe payment delinquency over next 12 months.
Incidence of Delinquent Payment

- Among Companies with this Classification: **4.60 %**
- Average compared to businesses in D&B's database: **20.10 %**
- Credit Score Percentile : **88** (Highest Risk: 1; Lowest Risk: 100)
- Credit Score : **533** (Highest Risk: 101; Lowest Risk:670)

The Credit Score Class of this business is based on the following factors:

- Payment information indicates negative payment comments.
- No record of open lien(s), or judgment(s) in the D & B files.
- Business does not own facilities.

Notes:

- The Credit Score Class indicates that this firm shares some of the same business and payment characteristics of other companies with this classification. It does not mean the firm will necessarily experience delinquency.
- The Incidence of Delinquent Payment is the percentage of companies with this classification that were reported 90 days past due or more by creditors. The calculation of this value is based on an inquiry weighted sample.
- The Percentile ranks this firm relative to other businesses. For example, a firm in the 80th percentile has a lower risk of paying in a severely delinquent manner than 79% of all scorable companies in D&B's files.
- The Credit Score offers a more precise measure of the level of risk than the Class and Percentile. It is especially helpful to customers using a scorecard approach to determining overall business performance.
- All Credit Class, Percentile, Score and Incidence statistics are based on sample data from

Norms	National %
This Business	88
Region: WEST SOUTH CENTRAL	47
Industry: INFRASTRUCTURE	42
Employee range: 100-499	75
Years in Business: 6-10	54

This business has a Credit Score Percentile that shows:

- Lower risk than other companies in the same region.
- Lower risk than other companies in the same industry.
- Lower risk than other companies in the same employee size range.
- Lower risk than other companies with a comparable number of years in business.

Trade Payments**Payment Habits**

For all payment experiences within a given amount of credit extended, shows the percent that this Business paid within terms. Provides number of experiences to calculate the percentage, and the total credit value of the credit extended.

\$ Credit Extended	# Payment Experiences	\$ Total Dollar Amount	% of Payments Within Terms
Over 100,000	1	\$100,000	100%
50,000-100,000	2	\$150,000	100%
15,000-49,999	8	\$150,000	100%
5,000-14,999	8	\$85,000	92%
1,000-4,999	1	\$2,500	100%
Under 1,000	12	\$4,900	82%

Based on payments collected over last 12 months.

For all Payment experiences reflect how bills are met in relation to the terms granted. In some instances, payment beyond terms can be the result of

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disputes over merchandise, skipped invoices etc.

Payment Summary

- There are 41 payment experience(s) in D&Bs file for the most recent 12 months, with 28 experience(s) reported during the last three month period.
- The highest Now Owes on file is \$30,000. The highest Past Due on file is \$5,000

Below is an overview of the company's dollar-weighted payments, segmented by its suppliers' primary industries:

	Total Rev'd (#)	Total Dollar Amts (\$)	Largest High Credit (\$)	Within Terms (%)	Days Slow <31 31-60 61-90 90> (%)			
Top industries								
Nonclassified	8	106,300	75,000	100	0	0	0	0
Natnl commercial bank	5	85,000	25,000	100	0	0	0	0
Radiotelephone commun	4	45,000	15,000	89	11	0	0	0
Misc business service	4	3,500	2,500	100	0	0	0	0
Misc business credit	3	76,250	75,000	100	0	0	0	0
Telephone communictns	3	25,350	25,000	100	0	0	0	0
Whol computers/softwr	2	12,600	7,500	100	0	0	0	0
Misc equipment rental	2	1,000	500	100	0	0	0	0
Mfg computers	1	100,000	100,000	100	0	0	0	0
Short-term busn credit	1	10,000	10,000	100	0	0	0	0
Fire/casualty insur.	1	7,500	7,500	100	0	0	0	0
Other payment categories								
Cash experiences	8	150	100					
Payment record unknown	0	0	0					
Unfavorable comments	0	0	0					
Placed for collections:								
With D&B	0	0	0					
Other	1	N/A	0					
Total in D&Bs file	41	472,550	100,000					

Accounts are sometimes placed for collection even though the existence or amount of the debt is disputed.

Indications of slowness can be result of dispute over merchandise, skipper invoices etc.

Detailed payment history for this company

Date Reported (mm/yy)	Paying Record	High Credit (\$)	Now Owes (\$)	Past Due (\$)	Selling Terms	Last Sale Within (month)
01/10	Ppt	100,000	30,000	0		1 mo
	Ppt	75,000	20,000	0	Lease Agreement	
	Ppt	75,000	0	0		4-5 mos
	Ppt	25,000	15,000	0		
	Ppt	25,000	15,000	0		
	Ppt	20,000	10,000	0		
	Ppt	20,000	0	0		4-5 mos
	Ppt	15,000	7,500	0		
	Ppt	15,000	7,500	0		
	Ppt	15,000	0	0		1 mo

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	Ppt	10,000	5,000	0		
	Ppt	10,000	0	0		1 mo
	Ppt	10,000	10,000	0		1 mo
	Ppt	7,500	2,500	0	N30	1 mo
	Ppt	5,000	0	0	N30	2-3 mos
	Ppt	2,500	2,500	0		1 mo
	Ppt	500	500	0		1 mo
	Ppt	250	0	0		6-12 mos
	Ppt	250	250	0		1 mo
	Ppt	100	50	0		1 mo
	Ppt-Slow 30	750	0	0		1 mo
	(022)	0	0	0	Cash account	1 mo
	(023)	0	0	0	Cash account	1 mo
	(024)	0	0	0	Cash account	1 mo
	(025)	0	0	0	Cash account	1 mo
	(026)	0	0	0	Cash account	1 mo
	(027)	0	0	0	Cash account	2-3 mos
12/09	Ppt	15,000	15,000	0		1 mo
10/09	Ppt	500	0	0		1 mo
	Ppt	500	500	0		1 mo
06/09	(031)	50			Cash account	1 mo
04/09	Ppt	7,500	1,000	0		1 mo
01/09	(033)	100			Cash account	2-3 mos
12/08	Ppt	10,000	7,500	0		
10/08	Ppt	750	500	0		1 mo
07/08	Ppt	50	0	0		
06/08	Ppt	500	0	0		6-12 mos
	Ppt	250	0	0		6-12 mos
	(039) Placed for collection	5,000	5,000	5,000		
02/08	Slow 30	500	0	0		6-12 mos
01/08	Slow 30	5,000	5,000	2,500		1 mo

Payments Detail Key: 30 or more days beyond terms

Payment experiences reflect how bills are met in relation to the terms granted. In some instances payment beyond terms can be the result of disputes over merchandise, skipped invoices etc. Each experience shown is from a separate supplier. Updated trade experiences replace those previously reported.

Public Filings

Summary

The following data includes both open and closed filings found in D&B's database on this company.

Record Type	# of Records	Most Recent Filing Date
Bankruptcy Proceedings	0	-
Judgments	0	-
Liens	0	-
Suits	0	-
UCCs	6	09/24/08

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The following Public Filing data is for information purposes only and is not the official record. Certified copies can only be obtained from the official source.

UCC Filings

Collateral All Assets
Type Original
Sec. Party FORTIS CAPITAL CORP., ADDISON, TX
Debtor SPARK ENERGY, L.P.
Filing No. 030038237753
Filed With SECRETARY OF STATE/UCC DIVISION, AUSTIN, TX

Date Filed 2003-08-18
Latest Info Received 09/02/03

Type Amendment
Sec. Party FORTIS CAPITAL CORP., ADDISON, TX
Debtor SPARK ENERGY, L.P. and OTHERS
Filing No. 0600049851
Filed With SECRETARY OF STATE/UCC DIVISION, AUSTIN, TX

Date Filed 2006-02-13
Latest Info Received 02/27/06
Original UCC Filing Date 2003-08-18
Original Filing No. 030038237753

Type Amendment
Sec. Party FORTIS CAPITAL CORP., ADDISON, TX
Debtor SPARK ENERGY, L.P. and OTHERS
Filing No. 0700076884
Filed With SECRETARY OF STATE/UCC DIVISION, AUSTIN, TX

Date Filed 2007-03-07
Latest Info Received 03/19/07
Original UCC Filing Date 2003-08-18
Original Filing No. 030038237753

Collateral Accounts receivable
Type Amendment
Sec. Party FORTIS CAPITAL CORP., ADDISON, TX
Debtor SPARK ENERGY, L.P. and OTHERS
Filing No. 0700172640
Filed With SECRETARY OF STATE/UCC DIVISION, AUSTIN, TX

Date Filed 2007-05-22
Latest Info Received 06/04/07
Original UCC Filing Date 2003-08-18
Original Filing No. 030038237753

Collateral Accounts receivable - Account(s) - Assets
Type Original
Sec. Party FORTIS CAPITAL CORP., ADDISON, TX
Debtor SPARK ENERGY, L.P.
Filing No. 080031551467
Filed With SECRETARY OF STATE/UCC DIVISION, AUSTIN, TX

Date Filed 2008-09-24

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Latest Info Received 10/14/08

Type Original
Sec. Party WELLS FARGO FINANCIAL LEASING, ROCHELLE PARK, NJ
Debtor SPARK ENERGY, LP
Filing No. 050015871633
Filed With SECRETARY OF STATE/UCC DIVISION, AUSTIN, TX

Date Filed 2005-05-18
Latest Info Received 05/24/05

The public record items contained herein may have been paid, terminated, vacated or released prior to today's date.

History and Operations

Company Overview

Company Name: SPARK ENERGY, L.P.
Street Address: 3010 Briarpark Dr Ste 550
Houston, TX 77042
Phone: 713 977-5634
URL: <http://www.sparkenergylp.com>
History Is clear
Operations Profitable
Present management control 8 years

History

The following information was reported: **12/03/2009**

Officer(s): KEITH MAXWELL, MNG PTR

The California Secretary of State's business registrations file showed that Spark Energy, L.P. was registered as a limited partnership on January 22, 2006.

Ownership information provided verbally by Alyson Mohn, Treas, on Apr 29 2008.

Business started 2002 by W. Keith Maxwell.

KEITH MAXWELL. 2002-present active here.

Operations

12/03/2009

Provides electric services, specializing in power distribution (100%).

Description: Terms are Net 30 days. Sells to general public and commercial concerns. Territory : United States.

Nonseasonal.

Employees: 100 which includes partners.

Facilities: Leases 5,000 sq. ft. in a one story concrete block building.

Location: Industrial section on side street.

SIC & NAICS

SIC:

Based on information in our file, D&B has assigned this company an extended 8-digit SIC. D&B's use of 8-digit SICs enables us to be more specific about a company's operations than if we use the standard 4-digit code.

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The 4-digit SIC numbers link to the description on the Occupational Safety & Health Administration (OSHA) Web site. Links open in a new browser window.

4911 9901 Distribution, electric power

NAICS:

221122 Electric Power Distribution

Financial Statements

Additional Financial Data

Fiscal statement dated DEC 31 2007

Assets		Liabilities	
Cash	\$2,542,116	Accts Pay	\$35,959,455
Accts Rec	\$48,096,200	Notes Pay	\$5,495,049
Other Curr Assets	\$10,829,334		
Curr Assets	\$61,267,650	Curr Liabs	\$41,454,504
Fixt & Equip	\$2,621,484	Note Payable	\$750,174
Other Assets	\$751,257	Minority Interest	\$224,357
		TOTAL EQUITY	\$22,211,358
Total Assets	\$64,640,391	Total Liabilities	\$64,640,391

From JAN 01 2007 to DEC 31 2007 annual sales \$280,928,474; cost of goods sold \$249,255,405. Gross profit \$31,673,069; operating expenses \$23,342,774. Operating income \$8,330,295; other income \$333,686; other expenses \$336,527; net income before taxes \$8,327,454. Net income \$8,244,179. Minority Interest \$(83,275).

Submitted SEP 10 2008 by Deela Roe, Credit mgr. . Accountant: Deloitte & Touche LLP, Houston, TX.

ACCOUNTANTS OPINION

A review of the accountant's opinion indicates the financial statements meet generally accepted accounting principles and that the audit contains no qualifications.

On December 3, 2009, attempts to contact the management of this business have been unsuccessful. Outside sources confirmed operation and location.

Key Business Ratios

Statement Date	Dec 31 2007		
Based on this Number of Establishments	142		
	Industry Norms Based On 142 Establishments		
	This Business	Industry Median	Industry Quartile
Profitability			
Return on Sales	2.9	4.9	4
Return on Net Worth	37.1	7.1	1
Short-Term Solvency			
Current Ratio	1.5	1.1	1
Quick Ratio	1.2	0.5	1
Efficiency			
Assets/Sales	23.0	209.2	1
Sales / Net Working Capital	14.2	14.9	3
Utilization			

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Total Liabilities / Net Worth

191.0

191.0

2

Associations**All Credit Files Created from this D&B Live Report**

Company Name	Type	Status	Date Created
SPARK ENERGY, L.P.	Snapshot D-U-N-S Number 03-759-7437	Saved	10/23/2007 03:42 PM CDT

All Credit Files with same D-U-N-S® Number as this D&B Live Report

Company Name	Type	Status	Date Created
SPARK ENERGY, L.P.	Snapshot D-U-N-S Number 03-759-7437	Saved	10/23/2007 03:42 PM CDT
SPARK ENERGY, L.P.	Account - #45184	No Action Recommended	03/12/2008 03:00 PM CDT

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Exhibit C-8: "Bankruptcy Information"

Neither Spark Energy, L.P., nor its parent or any of its affiliates has filed for reorganization, protection from creditors, or any other form of bankruptcy during the current year or within the two most recent years preceding the date of this application.



Exhibit C-9: "Merger Information"

Spark Energy, L.P., including its parent and affiliate companies, has not participated in a merger, dissolution, or acquisition since its inception in 2002.



Exhibit D-1: "Operations"

Spark Energy, L.P. will market electricity as a competitive retail electric supplier in Ohio and will supply electricity to retail customers through purchased power contracts with third-party generators (which will occur after the initial stage of market entry whenever the load supports this option) and by purchasing power in the spot markets in PJM or MISO depending upon the service area. Spark Energy, L.P. currently has no intent to install, operate, or maintain any generation, transmission, or distribution facilities nor does it intend to be involved in the provision of retail ancillary services.

Exhibit D-2: "Operations Expertise"

Spark is led by a team of executives who have acquired significant experience with operating successful business units across many companies in the industry.

WILLIAM KEITH MAXWELL, III – Chief Executive Officer, President

2105 CityWest Blvd., Ste. 100

Houston, TX 77042

Phone: (713) 977-5641

Spark is privileged to have William K. Maxwell, III as our Chief Executive Officer. Mr. Maxwell has been with Spark since its inception in 2001. Aside from his role the past five years with Spark, Mr. Maxwell has over twenty years experience of serving in a managerial role in retail energy. Keith Maxwell has spent his professional career building, owning and operating successful energy and natural gas companies. Keith's first two ventures, Polaris Pipeline and Wickford Energy Marketing, were created from start-up. At the time these companies were sold, their annual sales exceeded \$350 million and \$500 million respectively.

Mr. Maxwell has held his current position as Chief Executive Officer with Spark since its inception five years ago. As CEO, Mr. Maxwell has been, and is ultimately responsible for Spark system operations, sales and marketing, over-all business strategy, overseeing the financing and accounting departments, creating the company culture, managing the human resource department, ensuring compliance with safety regulations and delegation of all company needs to qualified individuals.

Waters Davis –Executive Vice President

2105 CityWest Blvd., Ste. 100

Houston, TX 77042

Phone: (832) 217-1868



Mr. Davis has more than 20 years of senior management experience in the energy industry and serves as Executive Vice President of Spark. In this capacity he is responsible for the strategic planning, operations and administrative functions of the company. Mr. Davis joined Spark in December, 2009.

Prior to joining Spark, Mr. Davis served in an executive capacity at a number of early stage privately held businesses as well as President of Reliant Energy Retail Services for 4 years and as Senior Vice President-Shared Services with Houston Industries for 3 years. Mr. Davis also worked as a senior management consultant with McKinsey & Company serving the energy industry for 8 years.

Mr. Davis holds an MBA from Harvard Business School where he graduated with distinction and a Bachelor of Science in Architectural Engineering from the University of Texas located in Austin, Texas, where he graduated with honors.

L. TODD GIBSON – Chief Financial Officer

2105 CityWest Blvd., Ste. 100

Houston, TX 77042

Phone: (713) 977-5633

Mr. Gibson brings over twenty years of diverse experience in the energy industry, including twelve years of energy sales experience and over five years of electric system operational experience. Having joined the organization at formation, he has served in numerous capacities including; accounting and wholesale and retail gas and power marketing. Mr. Gibson has been the Chief Financial Officer for Spark for five years. In his current capacity, Mr. Gibson directs the preparation of all financial reports, oversees Sparks accounting departments, budget preparation and audit functions. He has also, for the past five years, reviewed reports to analyze projections of sales and profits and suggested methods for improving the planning process. He has also been responsible for analyzing Spark's operations, studying energy trends, supervising Spark's investment of funds and aids in negotiating Spark's credit agreements.



Prior to his employment with the Company, Todd served in various leadership roles in accounting, customer service, transportation and marketing for Black Hills Corporation,

Wickford Energy Marketing and MG Natural Gas Corporation. Before moving to industry employment, Todd worked at Arthur Andersen as an audit manager with a focus on oil and gas exploration and production and energy marketing companies. Todd holds a B.B.A. from Southwest Texas State University (Texas State University) and is a CPA in the state of Texas.

KEN ZIOBER – Executive Vice President

2105 CityWest Blvd., Ste. 100

Houston, TX 77042

Phone: (713) 977-5645

Mr. Ziober serves as Executive Vice President of Spark. In this capacity he is responsible for leading and developing the natural gas group for Spark in both the wholesale trading and retail sectors. Prior to joining Spark, Mr. Ziober held the position of Director of Northeast Gas Trading for Duke Energy, where he was in charge of overseeing the trading management of up to 1 BCF/day in natural gas transportation and storage assets. In his fifteen years of employment with Duke Energy and its affiliates, Ken served in various roles ranging from regulatory to marketing and trading.

Ken holds a B.B.A. in Finance from Stephen F. Austin State University located in Nacogdoches, Texas.

JEFFREY F. BEICKER – Chief Operating Officer

2105 CityWest Blvd., Ste. 100

Houston, TX 77042

Phone: (832) 200-3781

Mr. Beicker has worked as a professional in the energy business for the past twenty-three years. He currently oversees the supply group and is also responsible for risk management for the power and gas books for the company. In addition, Jeff assists in asset valuation, due diligence and contract negotiation for acquisitions and development projects. Jeff joined Spark in August of 2004 at his present position.

Prior to joining Spark, Jeff was a Senior Vice President for Shell Global Trading. During the past seven years, he was responsible for North American power trading and marketing, plant operations and scheduling, financial gas trading, gas storage trading and physical gas trading at various times. He also served in business development and dispute resolution roles during this time. Before joining Shell, Jeff worked with Keith Maxwell at Wickford Energy and previously worked for Koch, Dynegy and Enron. Jeff was a member of the New York Mercantile Exchange (NYMEX) for the past five years and served on numerous NYMEX committees, as well as serving as a consultant for the Chicago Board of Trade. He has also worked in consulting roles for Exxon/Mobil and the University of Houston at different times.

Paul Konikowski – Senior Vice President, Chief Information Officer

2105 CityWest Blvd., Ste. 100

Houston, TX 77042

Phone: (713) 600-2632

Paul Konikowski has over ten years of experience in the energy industry. His work experience includes being a Technical Support Team Lead for Huntsman Petrochemical. Afterwards, Paul worked for Shell Information Technology International in the Architecture/Strategy, Product Development, and Technical areas. His resume also includes serving as an IT Manager and Business Systems Manager for Shell Energy Services. Before joining Spark in March of 2010, Paul worked for MX Energy as the Managing Director of IT and Customer Operations. This was the top position of the IT and Operations departments and Paul used his knowledge and vast



skill set to help MX Energy emerge as an industry leader in the retail market industry for gas and electricity.

Paul's educational attainment includes a Bachelor of Business Administration with a focus in Marketing acquired from Stephen F. Austin State University. Paul also has a second major in Computer Information Systems.

AL BARRIOS – Senior Vice President

2105 CityWest Blvd., Ste. 100

Houston, TX 77042

Phone: (832) 217-1833

Al Barrios brings over ten years of experience in the energy industry. Having joined Spark in July of 2005, Mr. Barrios has served in numerous capacities, including business processes, business system requirements, customer enrollment/affairs, retail market transactions, accounts receivables, contract management, billing and mailroom processing. Prior to his employment with the company, Al served as a Manager of Customer Service; managing operation support teams for residential retail electricity services and a call center of over 300 employees. The call center encompassed business services and residential customers.

SHARON JENKINS – Vice President of Mass Marketing

2105 CityWest Blvd., Ste. 100

Houston, TX 77042

Phone: (281) 833-4125

Ms. Jenkins joined Spark in February, 2010, as the Vice President of Mass Marketing. In this role she is responsible for all marketing and sales activities related to the acquisition and retention of residential and small commercial customers.

Ms. Jenkins has over 25 years experience leading marketing teams in Fortune 500 companies including Sprint, AT&T Wireless, PrimeCo Communications, Motorola, and SCANA. She has experience across several industries having worked in telecommunications, high-tech, industrial manufacturing, and energy. Ms. Jenkins also has international experience where she helped launch a new wireless company in Taiwan for AT&T Wireless.

Ms. Jenkins received her BBA degree from the University of Texas where her major was marketing.

TOLLIE DAN BORDEAUX. - Director of Power Supply

2105 CityWest Blvd., Ste. 100

Houston, TX 77042

Phone: (713) 977-5641

Danny joined Spark Energy in August of 2007 as the Director of the Power Supply group. He has been in the energy industry since 1996 and before joining Spark, he was an Operations Manager for Shell Trading Gas & Power dating back to March of 2000. His role there was to supervise the Power Scheduling, Transmission, and Reconciliation departments. Specifically, Danny was responsible for the following

- Lead/support effective operation of Scheduling group
 - Improve scheduling procedures to minimize error
 - Maintain established relationship with customers to insure completion of daily scheduling tasks
 - Increase the efficiency of check out with counter parties through continued partnering with accountants
- Assist with Odd Lot trading to ensure the correctness of the trade sheets
- Maximize transmission assets to capitalize on market opportunities
- Partner with trading and marketing to aid in the development and roll-out of new products

- Develop strategies/information systems to prevent loss due to congestion with Scheduling and Analyst groups and minimize exposure
- Improve trade tracking systems to ensure no trades were missed – this helped to create a smooth flow of data to Scheduling and seamless tie outs with Risk Control
- Power Scheduling and Transmission Reconciliation
 - Improve automation of scheduling process
 - Develop Ancillary Scheduling expertise in ERCOT
 - Develop transmission use and resale tracking to ensure the maximum realized value
 - Implement procedures to increase the efficiency of reconciliation
- Ensure the various Power Trading Systems ability to interface
- Develop processes for scheduling customer's obligations through multiple QSE's
- Responsible for all dispute resolution issues and determination of financial accountability among parties

Before his tenure at Shell Trading Gas & Power, Danny was a scheduler for Avista Energy from June of 1998 to March of 2000. In that role, Danny was responsible for the pre-scheduling for all NERC regions. Specifically, Danny worked to

- Create and track all path activities based on contractual agreements with utilities
- Keep precise records of all power transactions for reconciliation of positions
- Assist in after-the-fact accounting solutions in disputes with counterparties
- Prepare and communicate pre-schedules and real-time schedules for transactions
- Acquire and communicate market information



Exhibit D-3: "Key Technical Personnel"

KEN ZIOBER – Executive Vice President

2105 CityWest Blvd., Ste. 100

Houston, TX 77042

Phone: (713) 977-5645

Email: kziober@sparkenergy.com

Mr. Ziober serves as Senior Vice President of Spark Energy Gas. In this capacity he is responsible for leading and developing the natural gas group for Spark Energy Gas in both the wholesale trading and retail sectors. Prior to joining Spark Energy Gas, Mr. Ziober held the position of Director of Northeast Gas Trading for Duke Energy, where he was in charge of overseeing the trading management of up to 1 BCF/day in natural gas transportation and storage assets. In his fifteen years of employment with Duke Energy and its affiliates, Ken served in various roles ranging from regulatory to marketing and trading.

Ken holds a B.B.A. in Finance from Stephen F. Austin State University located in Nacogdoches, Texas.

JEFFREY F. BEICKER – Senior Vice President, Chief Operating Officer

2105 CityWest Blvd., Ste. 100

Houston, TX 77042

Phone: (832) 200-3781

Email: jbeicker@sparkenergy.com

Mr. Beicker has worked as a professional in the energy business for the past twenty-three years. He currently oversees the supply group and is also responsible for risk management for the power and gas books for the company. In addition, Jeff assists in asset valuation, due

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diligence and contract negotiation for acquisitions and development projects. Jeff joined Spark Energy Gas in August of 2004 at his present position.

Prior to joining Spark Energy Gas, Jeff was a Senior Vice President for Shell Global Trading. During the past seven years, he was responsible for North American power trading and marketing, plant operations and scheduling, financial gas trading, gas storage trading and physical gas trading at various times. He also served in business development and dispute resolution roles during this time. Before joining Shell, Jeff worked with Keith Maxwell at Wickford Energy and previously worked for Koch, Dynegy and Enron. Jeff was a member of the New York Mercantile Exchange (NYMEX) for the past five years and served on numerous NYMEX committees, as well as serving as a consultant for the Chicago Board of Trade. He has also worked in consulting roles for Exxon/Mobil and the University of Houston at different times.

Paul Konikowski – Senior Vice President, Chief Information Officer

2105 CityWest Blvd., Ste. 100

Houston, TX 77042

Phone: (713) 600-2632

Email: pkonikowski@sparkenergy.com

Paul Konikowski has over ten years of experience in the energy industry. His work experience includes being a Technical Support Team Lead for Huntsman Petrochemical. Afterwards, Paul worked for Shell Information Technology International in the Architecture/Strategy, Product Development, and Technical areas. His resume also includes serving as an IT Manager and Business Systems Manager for Shell Energy Services. Before joining Spark Energy in March of 2010, Paul worked for MX Energy as the Managing Director of IT and Customer Operations. This was the top position of the IT and Operations departments and Paul used his knowledge and vast skill set to help MX Energy emerge as an industry leader in the retail market industry for gas and electricity.



Paul's educational attainment includes a Bachelor of Business Administration with a focus in Marketing acquired from Stephen F. Austin State University. Paul also has a second major in Computer Information Systems.

AL BARRIOS – Senior Vice President

2105 CityWest Blvd., Ste. 100

Houston, TX 77042

Phone: (832) 217-1833

Email: abarrios@sparkenergy.com

Al Barrios brings over ten years of experience in the energy industry. Having joined Spark Energy Gas, LP in July of 2005, Mr. Barrios has served in numerous capacities, including business processes, business system requirements, customer enrollment/affairs, retail market transactions, accounts receivables, contract management, billing and mailroom processing. Prior to his employment with the company, Al served as a Manager of Customer Service; managing operation support teams for residential retail electricity services and a call center of over 300 employees. The call center encompassed business services and residential customers.

SHARON JENKINS – Senior Vice President

2105 CityWest Blvd., Ste. 100

Houston, TX 77042

Phone: (281) 833-4125

Email: sjenkins@sparkenergy.com

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Ms. Jenkins received her BBA degree from the University of Texas where her major was marketing.

TOLLIE DAN BORDEAUX. - Director of Power Supply

2105 CityWest Blvd., Ste. 100

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Phone: (713) 977-5641

Email: dbordeaux@sparkenergy.com

Danny joined Spark Energy in August of 2007 as the Director of the Power Supply group. He has been in the energy industry since 1996 and before joining Spark, he was an Operations Manager for Shell Trading Gas & Power dating back to March of 2000. His role there was to supervise the Power Scheduling, Transmission, and Reconciliation departments. Specifically, Danny was responsible for the following

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- Prepare and communicate pre-schedules and real-time schedules for transactions
- Acquire and communicate market information



GAS & ELECTRICITY

Exhibit D-4: "FERC Power Marketer License Number"

Spark Energy, L.P. does not have a power marketing license from the Federal Energy Regulatory Commission.